

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

LUCKY'S MARKET PARENT COMPANY,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-10166 (JTD)

(Jointly Administered)

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON FEBRUARY 10, 2020 AT 2:00 P.M. (ET)**²

MATTERS GOING FORWARD

1. Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief (Publix Super Markets, Inc.) [Docket No. 63; Filed: 1/30/2020]

Objection Deadline: At the hearing.

Related Document(s):

- a) Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 75; Filed: 1/31/2020]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Lucky's Market Parent Company, LLC (2055), Lucky's Farmers Market Holding Company, LLC (5480), Lucky's Market Operating Company, LLC (7064), LFM Stores LLC (3114), Lucky's Farmers Market, LP (0828), Lucky's Farmers Market Resource Center, LLC (7711), Lucky's Market Holding Company 2, LLC (0607), Lucky's Market GP 2, LLC (9335), Lucky's Market 2, LP (8384), Lucky's Market of Longmont, LLC (9789), Lucky's Farmers Market of Billings, LLC (8088), Lucky's Farmers Markets of Columbus, LLC (3379), Lucky's Farmers Market of Rock Hill, LLC (3386), LFM Jackson, LLC (8300), Lucky's Farmers Market of Ann Arbor, LLC (4067), Lucky's Market of Gainesville, LLC (7877), Lucky's Market of Bloomington, LLC (3944), Lucky's Market of Plantation, LLC (4356), Lucky's Market of Savannah, GA, LLC (1097), Lucky's Market of Traverse, City, LLC (2033), Lucky's Market of Naples, FL, LLC (8700), and Sinoc, Inc. (0723).

² This hearing will be held before the Honorable John T. Dorsey at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801. Parties wishing to participate in the hearing telephonically must make arrangement through CourtCall (866-582-6878) in advance of the hearing.

- b) Omnibus Notice of Bid Procedures Motions and Hearing Thereon [Docket No. 91; Filed: 2/3/2020]
- c) Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 101; Filed: 2/4/2020]

Response(s) Received: Informal comments from the Office of the United States Trustee and the Official Committee of Unsecured Creditors

Status: The Debtors are in discussions with the Official Committee of Unsecured Creditors regarding this matter. At this point in time, this matter will go forward with respect to approval of bid procedures.

2. Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief (ALDI INC.) [Docket No. 71; Filed: 1/31/2020]

Objection Deadline: At the hearing.

Related Document(s):

- a) Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 75; Filed: 1/31/2020]
- b) Omnibus Notice of Bid Procedures Motions and Hearing Thereon [Docket No. 91; Filed: 2/3/2020]
- c) Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 101; Filed: 2/4/2020]

Response(s) Received: Informal comments from the Office of the United States Trustee and the Official Committee of Unsecured Creditors

Status: The Debtors are in discussions with the Official Committee of Unsecured Creditors regarding this matter. At this point in time, this matter will go forward with respect to approval of bid procedures.

3. Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief (Seabra Foods XIV, Inc.) [Docket No. 72; Filed: 1/31/2020]

Objection Deadline: At the hearing.

Related Document(s):

- a) Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 75; Filed: 1/31/2020]
- b) Omnibus Notice of Bid Procedures Motions and Hearing Thereon [Docket No. 91; Filed: 2/3/2020]
- c) Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 101; Filed: 2/4/2020]

Response(s) Received: Informal comments from the Office of the United States Trustee and the Official Committee of Unsecured Creditors

Status: The Debtors are in discussions with the Official Committee of Unsecured Creditors regarding this matter. At this point in time, this matter will go forward with respect to approval of bid procedures.

4. Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief (LM Acquisition Co. LLC) [Docket No. 73; Filed: 1/31/2020]

Objection Deadline: At the hearing.

Related Document(s):

- a) Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 75; Filed: 1/31/2020]

- b) Omnibus Notice of Bid Procedures Motions and Hearing Thereon [Docket No. 91; Filed: 2/3/2020]
- c) Notice of Filing of Amended and Restated Exhibit A to Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief (LM Acquisition Co. LLC) [Docket No. 99; Filed: 2/4/2020]
- d) Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 101; Filed: 2/4/2020]

Response(s) Received: Informal comments from the Office of the United States Trustee and the Official Committee of Unsecured Creditors

Status: The Debtors are in discussions with the Official Committee of Unsecured Creditors regarding this matter. Pending Court approval of the Debtors' motion to shorten notice on this matter, this matter will go forward with respect to approval of bid procedures.

5. Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief (Winn-Dixie Store, Inc.) [Docket No. 97; Filed: 2/4/2020]

Objection Deadline: At the hearing.

Related Document(s):

- a) Second Motion of Debtors to Shorten Notice for the Hearing on the Motions of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and

Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief [Docket No. 100; Filed: 2/4/2020]

- b) Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 101; Filed: 2/4/2020]

Response(s) Received: Informal comments from the Office of the United States Trustee and the Official Committee of Unsecured Creditors

Status: The Debtors are in discussions with the Official Committee of Unsecured Creditors regarding this matter. Pending Court approval of the Debtors' motion to shorten notice on this matter, this matter will go forward with respect to approval of bid procedures.

- 6. Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief (Carlos Alvarez) [Docket No. 98; Filed: 2/4/2020]

Objection Deadline: At the hearing.

Related Document(s):

- a) Second Motion of Debtors to Shorten Notice for the Hearing on the Motions of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief [Docket No. 100; Filed: 2/4/2020]
- b) Amended Declaration of Scott Moses in Support of the Debtors' Bidding Procedures Motions [Docket No. 101; Filed: 2/4/2020]

Response(s) Received: Informal comments from the Office of the United States Trustee and the Official Committee of Unsecured Creditors

Status: The Debtors are in discussions with the Official Committee of Unsecured Creditors regarding this matter. Pending Court approval of the Debtors' motion to shorten notice on this matter, this matter will go forward with respect to approval of bid procedures.

Dated: February 6, 2020
Wilmington, Delaware

Respectfully submitted,

POLSINELLI PC

/s/ Christopher A. Ward
Christopher A. Ward (Del. Bar No. 3877)
222 Delaware Avenue, Suite 1101
Wilmington, Delaware 19801
Telephone: (302) 252-0920
Facsimile: (302) 252-0921
cward@polsinelli.com

-and-

Liz Boydston (Admitted *Pro Hac Vice*)
2950 N. Harwood, Suite 2100
Dallas, TX 75201
Telephone: (214) 661-5557
lboydston@polsinelli.com

*Proposed Counsel to the Debtors and
Debtors in Possession*